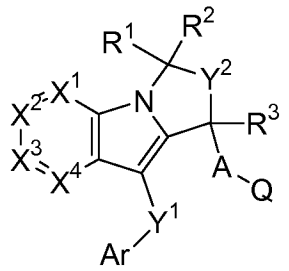
Amendment to the Claims:

Please amend Claims 1, 6, 15 and 20, and cancel Claims 3, 7 and 22-26 as follows.

Listing of Claims:

1. (Twice Amended) A compound having the formula I



I

and pharmaceutically acceptable salts ~~and hydrates~~ thereof, wherein:
A is selected from C_{1-3}alkyl optionally substituted with one to four halogen atoms, $O(CH_2)_{1-2}$, and $S(CH_2)_{1-2}$;

Ar is ~~aryl or heteroaryl each optionally substituted with one to four groups independently selected from R8~~ selected from phenyl, 2-, 3-, 4-chlorophenyl, 2-, 3-, 4-bromophenyl, 2-, 3-, 4-fluorophenyl, 3,4-diclorophenyl, 2,3-dichlorophenyl, 2,4-dichlorophenyl, 2,5-dichlorophenyl, 2,6-dichlorophenyl, 3,5-dichlorophenyl, 3-chloro-4-fluorophenyl, 2-chloro-4-fluorophenyl, 4-chloro-2-fluorophenyl, 2-cyanophenyl, 4-methylphenyl, 4-isopropylphenyl, 4-trifluoromethylphenyl, biphenyl, naphthyl, 3-methoxyphenyl, 3-carboxyphenyl, 2-carboxamidophenyl, 4-methoxyphenyl, 3-phenoxyphenyl, 4-(4-pyridyl)phenyl, 4-methylsulfonylphenyl, 3-dimethylaminophenyl, 5-tetrazolyl, 1-methyl-5-tetrazolyl, 2-methyl-5-tetrazolyl, 2-benzothienyl, 2-benzofuranyl, 2-indolyl, 2-quinolinyl, 7-quinolinyl, 2-benzothiazolyl, 2-benzimidazolyl, 1-benzotriazolyl, 2-furanyl, 3-furanyl, 2-imidazolyl, 5-imidazolyl, 5-isoxazolyl, 4-isoxazolyl, 4-isothiazolyl, 1,2,4-oxadiazol-5-yl, 2-oxazolyl, 4-oxazolyl, 4-pyrazolyl, 5-pyrazolyl, 2-pyridyl, 3-pyridyl, 2-pyrazinyl, 5-pyrimidinyl, 2-pyrrolyl, 4-thiazolyl, 1,2,4-thiadiazol-3-yl, 1,2,5-thiadiazol-4-yl, 1,2,3-thiadiazol-4-yl, 1,2,5-oxadiazol-4-yl, 1,2,3-oxadiazol-4-yl, 1,2,4-triazol-5-yl, 1,2,3-triazol-4-yl, 3-thienyl, 1,2,4-triazol-5-yl, pyrrolopyridine, furo[3,2-b]pyridin-2-yl, thieno[2,3-b]pyridin2-yl, 5(H)-2-oxo-4-furanyl, 5(H)-2-oxo-5-furanyl, (1H,4H)-5-oxo-1,2,4-triazol-3-yl, 4-oxo-2-benzopyranyl;

Q is COOH,

one of X^1, ~~X^2,~~ or X^3 ~~or X^4~~ is nitrogen and the others are independently selected from CH and C-Rg and Rg is selected from 1) C_{1-6}alkyl optionally substituted with ~~one to eight groups independently selected from aryl, heteroaryl, halogen, NR^aR^b, $C(O)R^a$, $C(OR^a)R^aR^b$, SR^a and~~ OR^a, ~~wherein aryl, heteroaryl and alkyl are each optionally substituted with one to six groups independently selected from halogen, CF_3, and COOH,~~ or 2) $S(O)_nC_{1-6}$alkyl, ~~wherein alkyl is optionally substituted with one to six substituents selected from halogen, aryl, heteroaryl, OH, and $OC(O)R^a$~~;

X^2 is CH;

X^4 is CH or C-Rg , where Rg is selected from 1) C_{1-6}alkyl optionally substituted with OR^a or 2) $S(O)_nC_{1-6}$alkyl;

Y^1 is S;

Y^2 is selected from $(CR^dR^e)_m$ and $CR^d{=}CR^e$;

R^1 is ~~selected from~~ H, ~~CN, OR^a, $S(O)_nC_{1-6}$alkyl and C_{1-6}alkyl optionally substituted with one to six groups independently selected from halogen, OR^a and $S(O)_nC_{1-6}$alkyl~~;

R^2 is ~~selected from~~ H ~~and C_{1-6}alkyl optionally substituted with one to six halogen~~; ~~or~~

R^3 is ~~selected from~~ H ~~and C_{1-6}alkyl optionally substituted with one to six groups independently selected from OR^a and halogen~~;

R^a ~~and R^b are~~ is independently selected from H~~,~~ and C_{1-10}alkyl~~, C_{2-10}alkenyl, C_{2-10}alkynyl, Cy and Cy C_{1-10}alkyl, wherein said alkyl, alkenyl, alkynyl and Cy are optionally substituted with one to six substituents independently selected from halogen, amino, carboxy, C_{1-4}alkyl, C_{1-4}alkoxy, aryl, heteroaryl, aryl C_{1-4}alkyl, hydroxy, CF_3, $OC(O)C_{1-4}$alkyl, $OC(O)NR^iR^j$, and aryloxy; or~~

~~R^e is selected from C_{1-6}alkyl optionally substituted with one to six halogen, aryl and heteroaryl, wherein said aryl and heteroaryl are optionally substituted with one to three groups selected from halogen, OC_{1-6}alkyl, O-haloC_{1-6}alkyl, C_{1-6}alkyl and haloC_{1-6}alkyl;~~

R^d and R^e are independently H, halogen, ~~aryl, heteroaryl,~~ C_{1-6}alkyl or haloC_{1-6}alkyl;

~~R^f is selected from H, C_{1-6}alkyl, haloC_{1-6}alkyl, Cy, $C(O)C_{1-6}$alkyl, C(O)haloC_{1-6} alkyl, and C(O) Cy;~~

~~R^g is selected from~~

~~(1) halogen,~~

~~(2) CN,~~

~~(3) C_{1-6}alkyl optionally substituted with one to eight groups independently selected from aryl, heteroaryl, halogen, NR^aR^b, $C(O)R^a$, $C(OR^a)R^aR^b$, SR^a and OR^a, wherein aryl, heteroaryl and~~

~~alkyl are each optionally substituted with one to six groups independently selected from halogen, CF_3, and COOH,~~

~~(4) C_{2-6}alkenyl optionally substituted with one to six groups independently selected from halogen and OR^a,~~

~~(5) Cy~~

~~(6) $C(O)R^a$,~~

~~(7) $C(O)OR^a$,~~

~~(8) $CONR^aR^b$,~~

~~(9) $OCONR^aR^b$,~~

~~(10) OC_{1-6}alkyl, wherein alkyl is optionally substituted with one to six substituents selected from halogen, aryl, heteroaryl, OH and $OC(O)R^a$,~~

~~(11) O-Cy,~~

~~(12) $S(O)_nC_{1-6}$alkyl, wherein alkyl is optionally substituted with one to six substituents selected from halogen, aryl, heteroaryl, OH, and $OC(O)R^a$,~~

~~(13) $S(O)_n$-Cy,~~

~~(14) $-NR^aS(O)_nR^b$,~~

~~(15) $-NR^aR^b$,~~

~~(16) $-NR^aC(O)R^b$,~~

~~(17) $NR^aC(O)OR^b$,~~

~~(18) $-NR^aC(O)NR^aR^b$,~~

~~(19) $S(O)_nNR^aR^b$,~~

~~(20) NO_2,~~

~~(21) C_{5-8}cycloalkenyl,~~

~~wherein Cy is optionally substituted with one to eight groups independently selected from halogen, $C(O)R^a$, OR^a, C_{1-3}alkyl, aryl, heteroaryl and CF_3;~~

~~R^i and R^j are independently selected from hydrogen, C_{1-10}alkyl, Cy and Cy-C_{1-10}alkyl; or R^i and R^j together with the nitrogen atom to which they are attached form a ring of 5 to 7 members containing 0-2 additional heteroatoms independently selected from oxygen, sulfur and N-R^f;~~

~~Cy is selected from heterocyclyl, aryl, and heteroaryl;~~

m is 1 or 2; and
n is 0, 1 or 2.

2. (Original) A compound of Claim 1 wherein A-Q is CH_2CO_2H.

3. (Cancel)

4. (Previously Canceled)

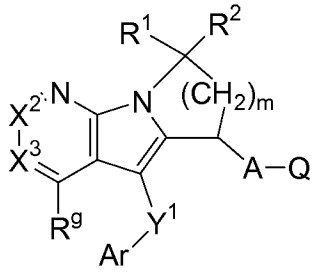
5. (Previously Canceled)

6. (Amended) A compound of Claim 1 wherein one of X^1, ~~X^2~~ and X^3 is nitrogen and the <u>other is</u> ~~others are~~ CH, <u>X^2 is CH,</u> and X^4 is C-$S(O)_n$-C_{1-6}alkyl or C-C_{1-6}alkyl optionally substituted with OR^a.

7. (Cancel)

8. (Original) A compound of Claim 1 wherein Y^2 is selected from CH_2 and CH_2CH_2.

9. (Original) A compound of Claim 1 represented by the formula Ia:



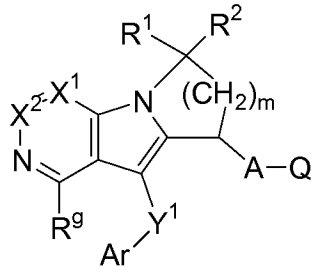
Ia

wherein X^2 and X^3 are independently CH or C-Rg, A, Ar, Q, Y^1, R^1, R^2, m and Rg are as defined in Claim 1.

10. (Original) A compound of Claim 9 wherein X^2 and X^3 are each CH, R^1 and R^2 are each H, and A-Q is CH_2CO_2H.

11. (Original) A compound of Claim 9 wherein Y^1-Ar is S-phenyl optionally substituted with 1 or 2 groups independently selected from halogen, C_{1-6} alkyl and trifluoromethyl.

12. (Original) A compound of Claim 1 represented by the formula Ib:



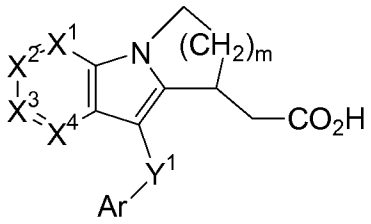
Ib

wherein X^1 and X^2 are independently CH or C-Rg, A, Ar, Q, Y^1, R^1, R^2, m and Rg are as defined in Claim 1.

13. (Original) A compound of Claim 12 wherein X^1 and X^2 are each CH, R^1 and R^2 are each H, and A-Q is CH_2CO_2H.

14. (Original) A compound of Claim 13 wherein Y^1-Ar is S-phenyl optionally substituted with 1 or 2 groups independently selected from halogen, C_{1-6} alkyl and trifluoromethyl.

15. (Amended) A compound of Claim 1 represented by the formula Ic:



Ic

wherein one of X^1, ~~X^2 and~~ X^3 is N and the others ~~are each~~ is CH, X^4 is CH, X^4 is CRg, m is 1 or 2, and Ar, Y^1 and m are as defined in Claim 1.

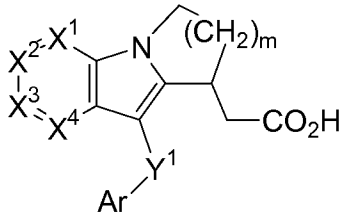
16. (Original) A compound of Claim 15 wherein Ar is phenyl optionally substituted with 1 or 2 groups independently selected from halogen, C_{1-3}alkyl and trifluoromethyl.

17. (Previously Canceled)

18. (Original) A compound of Claim 15 wherein X^4 is selected from C-S(O)$_n$-C$_{1-6}$alkyl and C-C$_{1-6}$alkyl optionally substituted with OR^a.

19. (Previously Amended) A compound of Claim 15 wherein Y^1-Ar is S-phenyl optionally substituted with 1 or 2 groups independently selected from halogen, C$_{1-6}$alkyl and trifluoromethyl; X^1 and X^2 are each CH, X^3 is N, m is 1 or 2, and X^4 is C-SO$_2$C$_{1-6}$alkyl or C-C$_{1-6}$alkyl.

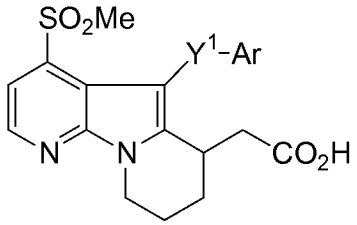
20. (Twice Amended) A compound of Claim 1 selected from:



X1	X2	X3	X4	Ar	Y1	m
N	CH	CH	C(SO$_2$CH$_3$)	4-Cl-Ph	S	2
N	CH	CH	C(SCH$_3$)	4-Cl-Ph	S	2
N	CH	CH	C(SO$_2$CH$_3$)	3,4-diCl-Ph	S	2
N	CH	CH	C(SO$_2$CH$_3$)	4-Br-Ph	S	2
CH	CH	N	C(SO$_2$CH$_3$)	3,4-diCl-Ph	S	1
CH	CH	N	C(SO$_2$CH$_3$)	3,4-diCl-Ph	S	2
N	CH	CH	C(SO$_2$CH$_3$)	4-CF$_3$-Ph	S	2
N	CH	CH	C(SO$_2$CH$_3$)	2-Cl-4-F-Ph	S	2
N	CH	CH	C(SO$_2$CH$_3$)	2-naphthyl	S	2
N	CH	CH	C(SO$_2$CH$_3$)	2,3-diCl-Ph	S	2
N	CH	CH	C(SO$_2$CH$_3$)	4-CH$_3$-Ph	S	2
N	CH	CH	C(SO$_2$CH$_3$)	Ph	S	2
N	CH	CH	C(SO$_2$CH$_3$)	2,4-diCl-Ph	S	2
~~CH~~	~~N~~	~~CH~~	~~C(SO$_2$CH$_3$)~~	~~4-Cl-Ph~~	~~S~~	~~2~~
CH	CH	N	C(SO$_2$CH$_3$)	4-Cl-Ph	S	2
N	C(CH$_3$)	CH	C(SO$_2$CH$_3$)	4-Cl-Ph	S	2
N	CH	C(CH$_3$)	C(SO$_2$CH$_3$)	4-Cl-Ph	S	2
CH	C(CH$_3$)	N	C(SO$_2$CH$_3$)	4-Cl-Ph	S	2
C(CH$_3$)	CH	N	C(SO$_2$CH$_3$)	4-Cl-Ph	S	2
N	CH	CH	C(CH(CH$_3$)2)	4-F-Ph	S	2

X^1	X^2	X^3	X^4	Ar	Y^1	m
N	CH	CH	$C(CH(CH_3)_2)$	4-Cl-Ph	S	2
N	CH	CH	$C(CH(CH_3)_2)$	2,4-diCl-Ph	S	2
N	CH	CH	$C(CH(CH_3)_2)$	4-Br-Ph	S	2
N	CH	CH	$C(CH(CH_3)_2)$	2-Cl-4-F-Ph	S	2
N	CH	CH	$C(CH(CH_3)_2)$	3,4-diCl-Ph	S	2
CH	CH	N	$C(CH(CH_3)_2)$	4-F-Ph	S	2
CH	CH	N	$C(CH(CH_3)_2)$	4-Cl-Ph	S	2
CH	CH	N	$C(CH(CH_3)_2)$	2,4-diCl-Ph	S	2
CH	CH	N	$C(CH(CH_3)_2)$	4-Br-Ph	S	2
CH	CH	N	$C(CH(CH_3)_2)$	2-Cl-4-F-Ph	S	2
CH	CH	N	$C(CH(CH_3)_2)$	3,4-diCl-Ph	S	2
CH	CH	N	$C(CH(CH_3)_2)$	4-F-Ph	S	1
CH	CH	N	$C(CH(CH_3)_2)$	4-Cl-Ph	S	1
CH	CH	N	$C(CH(CH_3)_2)$	2,4-diCl-Ph	S	1
CH	CH	N	$C(CH(CH_3)_2)$	4-Br-Ph	S	1
CH	CH	N	$C(CH(CH_3)_2)$	2-Cl-4-F-Ph	S	1
CH	CH	N	$C(CH(CH_3)_2)$	3,4-diCl-Ph	S	1
~~CH~~	~~N~~	~~CH~~	~~$C(CH(CH_3)_2)$~~	~~4-F-Ph~~	~~S~~	~~1~~
~~CH~~	~~N~~	~~CH~~	~~$C(CH(CH_3)_2)$~~	~~4-Cl-Ph~~	~~S~~	~~1~~
~~CH~~	~~N~~	~~CH~~	~~$C(CH(CH_3)_2)$~~	~~2,4-diCl-Ph~~	~~S~~	~~1~~
~~CH~~	~~N~~	~~CH~~	~~$C(CH(CH_3)_2)$~~	~~4-Br-Ph~~	~~S~~	~~1~~
~~CH~~	~~N~~	~~CH~~	~~$C(CH(CH_3)_2)$~~	~~2-Cl-4-F-Ph~~	~~S~~	~~1~~
~~CH~~	~~N~~	~~CH~~	~~$C(CH(CH_3)_2)$~~	~~3,4-diCl-Ph~~	~~S~~	~~1~~
~~CH~~	~~N~~	~~CH~~	~~$C(CH(CH_3)_2)$~~	~~4-F-Ph~~	~~S~~	~~2~~
~~CH~~	~~N~~	~~CH~~	~~$C(CH(CH_3)_2)$~~	~~4-Cl-Ph~~	~~S~~	~~2~~
~~CH~~	~~N~~	~~CH~~	~~$C(CH(CH_3)_2)$~~	~~2,4-diCl-Ph~~	~~S~~	~~2~~
~~CH~~	~~N~~	~~CH~~	~~$C(CH(CH_3)_2)$~~	~~4-Br-Ph~~	~~S~~	~~2~~
~~CH~~	~~N~~	~~CH~~	~~$C(CH(CH_3)_2)$~~	~~2-Cl-4-F-Ph~~	~~S~~	~~2~~
~~CH~~	~~N~~	~~CH~~	~~$C(CH(CH_3)_2)$~~	~~3,4-diCl-Ph~~	~~S~~	~~2~~
N	CH	CH	$C(CH(OCH_3)(CH_2CH_3))$	4-Cl-Ph	S	2
N	CH	CH	$C(CH(OCH_3)(CH_2CH_3))$	4-Cl-Ph	S	1
~~CH~~	~~N~~	~~CH~~	~~$C(CH(OCH_3)(CH_2CH_3))$~~	~~4-Cl-Ph~~	~~S~~	~~1~~

X^1	X^2	X^3	X^4	Ar	Y^1	m
~~CH~~	~~N~~	~~CH~~	~~C(CH(OCH3)(CH2CH3))~~	~~4-Cl-Ph~~	~~S~~	~~2~~
CH	CH	N	C(CH(OCH3)(CH2CH3))	4-Cl-Ph	S	2
CH	CH	N	C(CH(OCH3)(CH2CH3))	4-Cl-Ph	S	1
N	CH	CH	C(C(CH3)3)	4-Cl-Ph	S	2
N	CH	CH	C(C(CH3)3)	3,4-diCl-Ph	S	2
N	CH	CH	C(C(CH3)3)	4-Br-Ph	S	2
N	CH	CH	C(C(CH3)3)	4-CF3-Ph	S	2
N	CH	CH	C(C(CH3)3)	2-Cl-4-F-Ph	S	2
N	CH	CH	C(C(CH3)3)	2-naphthyl	S	2
N	CH	CH	C(C(CH3)3)	2,3-diCl-Ph	S	2
N	CH	CH	C(C(CH3)3)	4-CH3-Ph	S	2
N	CH	CH	C(C(CH3)3)	Ph	S	2
N	CH	CH	C(C(CH3)3)	2,4-diCl-Ph	S	2



Ar	Y^1
5-tetrazolyl	S
2-pyrrolyl	S
1,2,4-triazoly-3-yl	S
1,2,3-triazol-4-yl	S
5-imidazolyl	S
4-pyrazolyl	S
5-pyrazolyl	S
(1H,4H)-5-oxo-1,2,4-triazol-3-yl	S
4-isothiazolyl	S
1,2,5-thiadiazol-5-yl	S
1,2,5-oxadiazol-5-yl	S

Ar	Y^1
3-furanyl	S
1,2,3-thiadiazol-4-yl	S
1,2,3-oxadiazol-4-yl	S
4-isoxazolyl	S
3-thienyl	S
4-oxazolyl	S
4-thiazolyl	S
(5H)-2-oxo-5-furanyl	S
(5H)-2-oxo-4-furanyl	S
1,2,4-oxadiazol-5-yl	S
3-pyridyl	S
2-pyrazinyl	S
5-pyrimidinyl	S
2-indolyl	S
2-benzothienyl	S
2-benzofuranyl	S
4-oxo-benzopyran-2-yl	S
2-quinolinyl	S
2-benzimidazolyl	S
2-benzoxazolyl	S
2-benzothiazolyl	S
1-benzotriazolyl	CH_2S
thieno[2,3-b]pyridin-2-yl	S

21. (Original) A pharmaceutical composition comprising a compound of Claim 1 and a pharmaceutically acceptable carrier.

22. (Cancel)

23. (Cancel)

24. (Cancel)

25. (Cancel)

26. (Cancel)

27. (Previously Canceled)

28. (Previously Canceled)

29. (Previously Canceled)

30. (Previously Canceled)